

Bismarck-Minot, North Dakota Combination

Frequency proposes to acquire the licenses of the following twelve radio stations which have overlapping principal community contours and/or are listed as “home” to an Arbitron Metro market or are licensed to a community within the geographic boundaries of an Arbitron Metro market:

<i>Station</i>	<i>Community</i>	<i>Current Licensee</i>
KBMR(AM)	Bismarck, North Dakota	CC Licenses
KFYR(AM)	Bismarck, North Dakota	Citicasters
KQDY(FM)	Bismarck, North Dakota	CC Licenses
KSSS(FM)	Bismarck, North Dakota	CC Licenses
KXMR(AM)	Bismarck, North Dakota	CC Licenses
KYYY(FM)	Bismarck, North Dakota	Citicasters
KCJB(AM)	Minot, North Dakota	CC Licenses
KIZZ(FM)	Minot, North Dakota	CC Licenses
KMXA-FM	Minot, North Dakota	CC Licenses
KRRZ(AM)	Minot, North Dakota	CC Licenses
KYYX(FM)	Minot, North Dakota	CC Licenses
KZPR(FM)	Minot, North Dakota	CC Licenses

Except as described below and in the attached Engineering Statement, the instant application complies with the FCC’s current local radio ownership rules utilizing both the Arbitron markets methodology and the Commission’s modified contour overlap methodology.¹

Arbitron Markets Methodology: KBMR(AM), KFYR(AM), KQDY(FM), KSSS(FM), KXMR(AM), and KYYY(FM) are listed by Arbitron as “home” to the Bismarck, North Dakota radio market and the community of license of each of these stations is located within the geographic boundaries of this market.² No other station in which Frequency holds or proposes to hold an attributable interest is “home” to or located within this market. The BIA Media Access Pro Database identifies twenty-one full-power commercial and non-commercial stations as “home” to or licensed within the Bismarck market.³ Consequently, Frequency’s proposed attributable interests in three

¹ See 2002 Biennial Regulatory Review – Review of the Commission’s Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620 (2003) (“*Biennial Review*”).

² See BIA Financial Network, “Lima, OH Market Overview,” and “FCC Geographic Market Definition for Bismarck, ND,” *available at* BIA Media Access Pro Database.

³ See BIA Financial Network, “FCC Geographic Market Definition for Bismarck, ND,” *available at* BIA Media Access Pro Database.

FM stations and three AM stations in the Bismarck market complies with the local radio ownership rules under the Arbitron markets methodology.

Modified Contour Overlap Methodology: As detailed in the attached Engineering Statement, the principal community contours of a number of the stations listed above overlap each other, creating four separate radio markets in which Frequency proposes to hold an attributable interest.

Market 1. Overlap of the principal community contours of KZPR(FM), KYYX(FM), KMXA-FM, KIZZ(FM), KXMR(AM), KCJB(AM), and KRRZ(AM) creates one radio market for application of the Commission's modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least eleven additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of eighteen full-power radio stations. Frequency may hold attributable interests in only six of the seven stations in which Clear Channel currently holds attributable interests in this market, and accordingly, Frequency proposes to assign the license of one of the stations listed above to a properly insulated divestiture trust prior to or contemporaneously with the closing of the transactions contemplated by the instant application, in compliance with well-established Commission precedent regarding insulated trusts. After assignment to the trust, Frequency's interests in this market will comply with the local radio ownership rule under the modified contour overlap methodology.

Market 2. Overlap of the principal community contours of KYYX(FM), KXMR(AM), KFYZ(AM), KCJB(AM), and KRRZ(AM) creates a second radio market for application of the Commission's modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least seven additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twelve full-power radio stations. Frequency may hold attributable interests in only three of the four AM stations in which Clear Channel currently holds attributable interests in this market, and accordingly, Frequency proposes to assign the license of one of the stations listed above to a properly insulated divestiture trust prior to or contemporaneously with the closing of the transactions contemplated by the instant application, in compliance with well-established Commission precedent regarding insulated trusts. After assignment to the trust, Frequency's interests in this market will comply with the local radio ownership rule under the modified contour overlap methodology.

Market 3. Overlap of the principal community contours of KQDY(FM), KXMR(AM), KFYZ(AM), KBMR(AM), and KCJB(AM) creates a third radio market for application of the Commission's modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least sixteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-one full-power radio stations. Consequently, Frequency's

proposed ownership of four AM stations and one FM station in this market complies with the Commission's local radio ownership rule.

Market 4. Overlap of the principal community contours of KQDY(FM), KYYY(FM), KSSS(FM), KXMR(AM), KFYZ(AM), and KBMR(AM) creates a fourth radio market for application of the Commission's modified contour overlap methodology. As shown in the attached Engineering Statement, this market includes at least fifteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-one full-power radio stations. Consequently, Frequency's proposed ownership of three FM stations and three AM stations in this market complies with the Commission's local radio ownership rule.

ATTACHMENT 1

Engineering Exhibit of duTreil, Lundin & Rackley, Inc.

ENGINEERING STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
MINOT/BISMARCK, NORTH DAKOTA

This radio multiple ownership analysis was prepared to consider common ownership of the stations tabulated below under the FCC “Interim” contour analysis method. * GoodRadio.TV License, LLC. is acquiring several radio stations in the Minot, Bismarck, North Dakota area. Below is a tabulation of facilities for each station.

Call Sign / Facility ID	Location	Facilities
KIZZ(FM)/15968	Minot, ND	CH 229C1 100 kW 169 M
KMXA-FM/34996	Minot, ND	CH 260C1 100 kW 142 M
KQDY(FM)/2204	Bismarck, ND	CH 233C 100 kW 341 M
KSSS(FM)/2210	Bismarck, ND	CH 268C 100 KW 301 M
KYYX(FM)/55680	Minot, ND	CH 246C 100 kW 300 M
KYYY(FM)/41424	Bismarck, ND	CH 225C 100 kW 360 M
KZPR(FM)/9675	Minot, ND	CH 287C1 100 kW 169 M
KBMR(AM)/2207	Bismarck, ND	1130 kHz 10 kW-D ND-D
KCJB(AM)/55681	Minot, ND	910 kHz 5 kW-U DA-2
KFYR(AM)/41426	Bismarck, ND	550 kHz 5 Kw-U DA-N
KRRZ(AM)/9679	Minot, ND	1390 kHz 5 kW-D 1 kW-N ND-1
KXMR(AM)/2211	Bismarck, ND	710 kHz 50 kW-D 4 KW-N DA-2

The principal community contours of these stations are depicted on a map included herein as Figure 1. Since the principal community contours (5 mV/m for AM stations, 3.16 mV/m for FM stations) of some of the stations are involved in mutual overlap, an

* See Report and Order and Notice of Proposed Rulemaking, MB Docket 02-277, FCC 03-127, Released July 2, 2003.

ownership study was prepared in accordance with the Federal Communications Commission multiple ownership rules as outlined in Section 73.3555.

Radio Markets

The “radio markets” applicable to common ownership of the subject stations are defined as the areas encompassed by the mutually overlapping principal community contours of the stations proposed to be commonly owned. The table below lists the defined markets:

Defined Radio Market	Stations that Define Radio Market	
	AM Stations	FM Stations
Market 1	KXMR/KCJB/KRRZ	KZPR/KYYX/KMXA/KIZZ
Market 2	KXMR/KFYR/KCJB/KRRZ	KYYX
Market 3	KXMR/KFYR/KBMR/KCJB	KQDY
Market 4	KXMR/KFYR/KBMR	KYYY/KSSS/KQDY

Count of Stations in the Defined Market

The number of radio stations in a “radio market” is determined by counting the operating stations having principal community contours which overlap or intersect the principal community contours which define the radio market. Only those stations located within 92 km of the perimeter of the mutual overlap area of the defined market area were employed in the count of stations. Commonly owned stations were not considered in the count of stations in the defined markets. The results of the analysis are tabulated below:

Defined Radio Markets	Number of Other Stations in the Radio Market
Market 1	5 AM, 6 FM; 11 Total
Market 2	3 AM, 4 FM; 7 Total
Market 3	3 AM, 13 FM; 16 Total
Market 4	3 AM, 12 FM; 15 Total

Figure 2 are tabulations of the radio stations identified in the defined radio market. Only known licensed, operating stations were employed for the study. Distances to the AM coverage contours were predicted using the antenna patterns as identified in the Commission's AM database and the appropriate Ground Wave Field Strength versus Distance Graph of 47 CFR 73.184. Ground conductivity data were obtained from FCC Figure M3. Distances to the FM contours were determined based on the method of 47 CFR 73.313. Terrain data was derived from the N.G.D.C. 30 second computer database for each of the FM stations using radials evenly-spaced every 45 degrees of azimuth.

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May 9, 2007

CONSULTING ENGINEERS
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MAY 2007

Number in Circle Indicates Radio Market

Radio Stations and Call Signs:

- KRRZ(AM) Minot, ND 1390 kHz 5 kW-D 1 kW-N ND-1
- KIZZ(FM) Minot, ND CH 229C1 100 KW 169 M
- KZPR(FM) Minot, ND CH 287C1 100 KW 169 M
- KCJB(AM) Minot, ND 910 kHz 5 kW-D DA-2
- KYYX(FM) Minot, ND CH 246C 100 KW 300 M
- KMXX-FM Minot, ND CH 260C1 100 KW 142 M
- KXMR(AM) Bismarck, ND 710 kHz 50 kW-D 4 kW-N DA-2
- KSSS(FM) Bismarck, ND CH 268C 100 KW 301 M
- KQDY(FM) Bismarck, ND CH 233C 100 KW 341 M
- KYYY(FM) Bismarck, ND CH 225C 100 KW 360 M
- KBMR(AM) Bismarck, ND 1130 kHz 10 kW-D ND-D
- KFYR(AM) Bismarck, ND 550 kHz 5 kW-U DA-N

GOODRADIO.TV LICENSE, LLC.

du Treil, Lundin & Rackley, Inc., Sarasota, Florida

TECHNICAL STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
GOODRADIO.TV LICENSE, LLC.

Tabulation of Other Stations Defined in the Radio Market #1

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
KMPR	Minot	ND	205
KMHA	Four Bears	ND	217
KTZU	Velva	ND	235
KBTO	Bottineau	ND	270
KWGO	Burlington	ND	275
KHRT-FM	Minot	ND	295
KTGO	Tioga	ND	1090
KHRT	Minot	ND	1320
KDKT	Beulah	ND	1410
KZZJ	Rugby	ND	1450
KHND	Harvey	ND	1470

Tabulation of Other Stations Defined in the Radio Market #2

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
KMPR	Minot	ND	205
KTZU	Velva	ND	235
KWGO	Burlington	ND	275
KHRT-FM	Minot	ND	295
KHRT	Minot	ND	1320
KDKT	Beulah	ND	1410
KHND	Harvey	ND	1470

Tabulation of Other Stations Defined in the Radio Market #3

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
KBMK	Bismarck	ND	202
KMPR	Minot	ND	205
KVLQ	Lincoln	ND	206
KNRI	Bismarck	ND	209
KCND	Bismarck	ND	213
KBFR	Bismarck	ND	219
KTZU	Velva	ND	235
KBYZ	Bismarck	ND	243
KKCT	Bismarck	ND	248
KACL	Bismarck	ND	254
KWGO	Burlington	ND	275
KUSB	Hazleton	ND	277
KNDR	Mandan	ND	284
KLXX	Bismarck-Mandan	ND	1270
KDKT	Beulah	ND	1410
KHND	Harvey	ND	1470

Tabulation of Other Stations Defined in the Radio Market #4

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
KBMK	Bismarck	ND	202
KVLQ	Lincoln	ND	206
KLND	Little Eagle	SD	208
KNRI	Bismarck	ND	209
KCND	Bismarck	ND	213
KBFR	Bismarck	ND	219
KBYZ	Bismarck	ND	243
KKCT	Bismarck	ND	248
KXGT	Carrington	ND	252
KACL	Bismarck	ND	254
KUSB	Hazelton	ND	277
KNDR	Mandan	ND	284
KLXX	Bismarck-Mandan	ND	1270
KDKT	Beulah	ND	1410
KHND	Harvey	ND	1470

ATTACHMENT 2

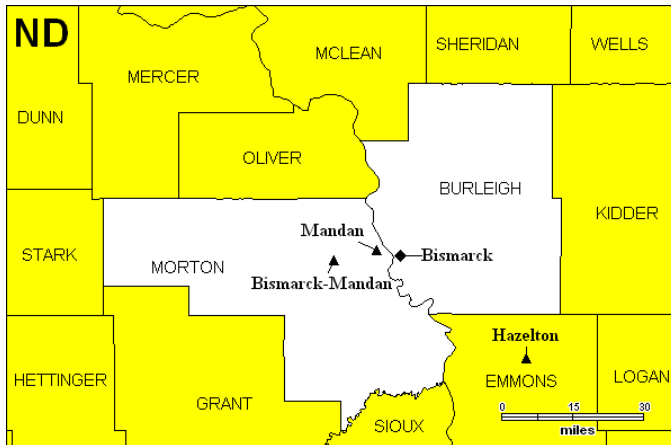
Bismarck-Minot, North Dakota Combination

Printouts from BIA Media Access Pro Database

Metro Rank: 284

Revenue Rank: 225

Bismarck, ND Market Overview



Metro Counties / Population (000)

Burleigh, ND	73.8
Morton, ND	25.4
	99.2

Market Radio Financials

(all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES ★★	2001	2002	2003	2004	2005	2006	Δ 01 - 06
	\$5,900	\$6,500	\$6,800	\$6,900	\$6,900	\$7,100	3.8%
	Δ 05 - 06	2007	2008	2009	2010	2011	Δ 06 - 11
	2.9%	\$7,300	\$7,500	\$7,700	\$8,000	\$8,200	2.8%

	2001	2006	2011	Est. Breakout	
Revenue/Retail Sales	\$4.51/1,000	\$3.68/1,000	\$3.54/1,000	Local	86%
Revenue/Capita	\$61.78	\$71.57	\$79.53	National	14%

Demographic and Economic Overview

(000's, except Retail Sales and EBI in 000,000's)

	2001	2006	Growth Rate	2006	2011	Growth Rate
MSA Population	95.5	99.2	0.8%	99.2	103.1	0.8%
Households	37.0	40.3	1.7%	40.3	42.5	1.1%
Retail Sales	1,308.3	1,927.3	8.1%	1,927.3	2,317.1	3.8%
EBI	1,810.1	1,965.1	1.7%	1,965.1	2,332.5	3.5%

Demographic Breakdown

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55	
Men (000)	48.7	6.9	3.9	5.8	7.0	6.7	7.7	10.8	
Women (000)	50.4	6.5	3.8	5.5	6.6	6.7	8.0	13.3	
Total	99.2	13.4	7.7	11.2	13.6	13.4	15.7	24.2	
Percentage	100.0%	13.5%	7.8%	11.3%	13.7%	13.5%	15.8%	24.4%	
Per Capita	\$ 19,817		Median Household		\$ 41,667		Avg Household		\$ 48,717
Ethnic Population:	White	94.3%	Black	0.3%	Asian	0.5%	Hispanic	0.9%	

Market Summary

FM Classes	Class A	Class B	Class C	Viable Stations	All FMs	All AMs	Total
# Stations			8	8	8	4	12
Tot 12+			60.8	60.8	60.8	26.7	87.5
Avg 12+			7.6	7.6	7.6	6.7	7.3
Tot LCS			69.5	69.5	69.5	30.5	100.0
Avg LCS			8.7	8.7	8.7	7.6	8.3



FCC Geographic Market Definition for Bismarck, ND

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
KBMR	AM	1130	C	Country	Bismarck, ND	07/02/2003	284	p Clear Channel	Bismarck, ND	Burleigh
KFYR	AM	550	C	News/Talk	Bismarck, ND	07/02/2003	284	p Clear Channel	Bismarck, ND	Burleigh
KLXX	AM	1270	C	Talk	Bismarck, ND	07/02/2003	284	Cumulus Broadcasting Inc	Bismarck-Mandan, ND	Burleigh
KNDR	FM	104.7	C	ChrsContem	Bismarck, ND	07/02/2003	284	Central Dakota Enterprises	Mandan, ND	Morton
KQDY	FM	94.5	C	Country	Bismarck, ND	07/02/2003	284	p Clear Channel	Bismarck, ND	Burleigh
KYYY	FM	92.9	C	Hot AC	Bismarck, ND	07/02/2003	284	p Clear Channel	Bismarck, ND	Burleigh
KBYZ	FM	96.5	C	Clsc Rock	Bismarck, ND	07/02/2003	284	Cumulus Broadcasting Inc	Bismarck, ND	Burleigh
KKCT	FM	97.5	C	Top 40	Bismarck, ND	07/02/2003	284	Cumulus Broadcasting Inc	Bismarck, ND	Burleigh
KSSS	FM	101.5	C	Clsc Rock	Bismarck, ND	07/02/2003	284	p Clear Channel	Bismarck, ND	Burleigh
KACL	FM	98.7	C	Oldies	Bismarck, ND	07/02/2003	284	Cumulus Broadcasting Inc	Bismarck, ND	Burleigh
KXMR	AM	710	C	News/Talk	Bismarck, ND	07/02/2003	284	p Clear Channel	Bismarck, ND	Burleigh
KCND	FM	90.5	NC	Variety	Bismarck, ND	07/02/2003	284	Prairie Public Broadcasting	Bismarck, ND	Burleigh
KBMK	FM	88.3	NC	ChrsContem	Bismarck, ND	05/25/2005	284	Educational Media Foundation	Bismarck, ND	Burleigh
KBFR	FM	91.7	NC	Religion	Bismarck, ND	10/30/2003	284	Family Stations Inc	Bismarck, ND	Burleigh
KVLQ	FM	89.1	NC	ChrsContem	Bismarck, ND	02/02/2006	284	Educational Media Foundation	Lincoln, ND	Burleigh
KNRI	FM	89.7	NC	ChrsContem	Bismarck, ND		284	Educational Media Foundation	Bismarck, ND	Burleigh
KCJL	FM	88.5	NC	CP - NOA	Bismarck, ND		284	CSN International	Lincoln, ND	Burleigh
KLBE	FM	106.7	NC	ChrsContem	Bismarck, ND		284	New Song Community Church	Bismarck, ND	Burleigh
KBEP	FM	93.7	NC	Religion	Bismarck, ND		284	Bismarck Educational Prayer Association	Bismarck, ND	Burleigh
KJIT	FM	106.7	NC	Religion	Bismarck, ND		284		Bismarck, ND	Burleigh
KNRI	FM	89.7	NC	ChrsContem	Bismarck, ND	02/15/2006	284	Educational Media Foundation	Bismarck, ND	Burleigh
KUSB	FM	103.3	C	Variety	Bismarck, ND	12/01/2006	284	Cumulus Broadcasting Inc	Hazelon, ND	Emmons
NEW	FM	105.9	C	CP - NOA	Bismarck, ND		284		Flasher, ND	Morton

Number of Stations in Geographic Market 23

Previous Stations in Geographic Market

"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed